



RECORDATION NO. 22041 FILED

DJJ Transportation Services, Inc. FEB 23 '99 11-05AM  
a subsidiary of  
The David J. Joseph Company

February 19, 1999

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-001

RECORDATION NO. 21465-B&C FILED  
FEB 23 '99 11-05AM

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Lease Agreement dated January 28, 1999 between the following parties:

Lessee: The Kansas City Southern Railway Company  
114 West 11<sup>th</sup> Street  
Kansas City, MO 64105-1804

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction. Please file this Memorandum of Lease Agreement as a primary document. The \$26.00 fee is included in check number 456483.

Also, enclosed are an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights, and the Memorandum of Assignment and Assumption Agreement dated as of January 21, 1999 between the following parties:

Assignee: Star Bank, N.A.  
425 Walnut Street  
Mail Location 8135  
Cincinnati, OH 45201-1038

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see the Schedule I's set forth in these documents for the Equipment involved in the transactions. Please file these Memorandums as secondary documents. The lease that is involved in this transaction was recorded under Recordation Number 21465. The amount of \$52.00 is included in check number 456483.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Shelley B. Bacon*  
Shelley B. Bacon

Contract Assistant

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4422

Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND  
REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 21<sup>st</sup> day of January, 1999, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation, ("Seller") and **STAR BANK, N.A.**, a national banking association ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of January 21, 1999 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

RECORDATION NO. 21465-B FILED

FEB 23 '99

11-05AM

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

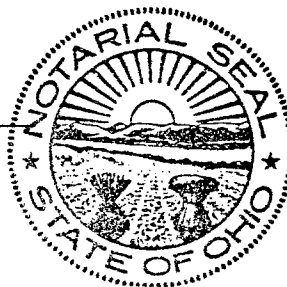
On this 21<sup>st</sup> day of January, 1999, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 21<sup>st</sup> day of January, 1999.

Julie M. Woodard  
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 21<sup>st</sup> day of January, 1999, before me the subscriber, Michael Dickman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne Rose, to me personally known, who stated and acknowledged that she is the Vice President of Star Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21<sup>st</sup> day of January, 1999.

Michael P. Dickman  
(Notary Signature)


My commission expires:

**MICHAEL P. DICKMAN**  
Notary Public, State of Ohio  
My Commission Expires July 23, 2003

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives on the date set forth above, but shall be effective as of January 21, 1999.

**DJJ TRANSPORTATION SERVICES, INC.**

By: 

Name: Douglas F. McMillan

Title: President

**STAR BANK, N.A.**

By: 

Name: LynnAnne Rose

Title: Vice President

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND**  
**REMARKETING RIGHTS**

**CARS:** Twenty-five (25) railcars bearing reporting marks:

PAL 250000 - 250024, inclusive

**LEASE:** Lease between DJJ TRANSPORTATION SERVICES, INC., as Lessor, and PADUCAH & LOUISVILLE RAILWAY, INC., as Lessee, dated May 15, 1998, as amended January 8, 1999.

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon  
Notary Public

**SHELLEY B. BACON**  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002